

# **EXHIBIT B**

IN THE UNITED STATES DISTRICT COURT  
FOR THE MIDDLE DISTRICT OF ALABAMA  
EASTERN DIVISION

PEARSON'S PHARMACY, INC.,	)	
	)	
Plaintiff,	)	Civil Action No.:
	)	
v.	)	
	)	
BLUE CROSS AND BLUE SHIELD	)	
OF ALABAMA,	)	
	)	
Defendant	)	

**AFFIDAVIT OF GEORGE S. HILLER, III, R.Ph.**

STATE OF ALABAMA )

COUNTY OF JEFFERSON )

Before me, the undersigned authority in and for the state and county, personally appeared George S. Hiller, III, who being known to me and having been duly sworn by me, on oath deposes and says:

1. I am of sound mind and understand the taking of an oath. I have personal knowledge of every statement made in this Affidavit, all of which are true and correct. I am over the age of nineteen (19) and fully competent and authorized to testify to the matter herein.

2. I am employed by Blue Cross Blue Shield of Alabama ("Blue Cross") as the Operations Manager for Pharmacy Benefit Management. In this position, my duties include developing local and national pharmacy provider networks and negotiating contracts and managing relationships with pharmacy providers and suppliers.. I have been in this position for more than twelve (12) years.

3. I submit this affidavit in support of Blue Cross's Notice of Removal. I have reviewed the records of Blue Cross relating to reimbursement of pharmacies for prescriptions, and I am familiar with all aspects of the Pharmacy Benefit Management operation at Blue Cross.

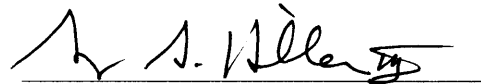
4. Based on my review of the payee list maintained by Blue Cross in the ordinary course of business, there are a total of 1335 Alabama pharmacies that receive reimbursements for prescriptions pursuant to the Participating Pharmacy Agreement ("the Contract"). These 1335 pharmacies make up the Blue Cross Network.

5. Of the 1335 Alabama pharmacies that receive reimbursement for prescriptions pursuant to the Contract, six hundred and seventy-three (673) are based in Alabama and receive payment at an Alabama address.

6. The remaining Alabama pharmacies that are reimbursed for prescriptions pursuant to the Participating Pharmacy Agreement receive reimbursement payments at an address outside Alabama. Therefore, there are a total of six hundred and sixty-two (662) Alabama pharmacies in the Blue Cross Network for which payment is made out of state.

7. Based on my knowledge and experience with Blue Cross and its pharmacy programs, I therefore conclude that at least 662 of the Alabama pharmacies with which Blue Cross has contracted for the reimbursement of prescriptions are based out of state.

8. Based on my review of Blue Cross records, between 1999 and 2005, total reimbursements to Alabama pharmacies in the Blue Cross Network exceeded \$2 billion.


  
George S. Hiller, III

STATE OF ALABAMA )

JEFFERSON COUNTY )

I, the undersigned, a notary public in and for said county and said state, hereby certify that George S. Hiller, III, whose name is signed to the foregoing instrument and who is known to me, acknowledged before me on this date that, being informed of the contents of the instrument, and attesting to the veracity thereof, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal on this the 4 day of November, 2005.

  
Notary Public  
My Commission Expires: NOTARY PUBLIC STATE OF ALABAMA AT LARGE  
MY COMMISSION EXPIRES: Feb 7, 2009  
BONDED THRU NOTARY PUBLIC BROOKHARTERS